

FORM B1 United States Bankruptcy Court Northern District of Illinois		Voluntary Petition															
Name of Debtor (if individual, enter Last, First, Middle): CLASSIC WORLD PRODUCTIONS, INC.		Name of Joint Debtor (Spouse) (Last, First, Middle):															
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):															
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): 36-4158723		Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):															
Street Address of Debtor (No. & Street, City, State & Zip Code): 2760 BEVERLY DRIVE UNIT # 9 AURORA, IL 60502		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):															
County of Residence or of the Principal Place of Business: Kane		County of Residence or of the Principal Place of Business:															
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):															
Location of Principal Assets of Business Debtor (if different from street address above):																	
Information Regarding the Debtor (Check the Applicable Boxes)																	
Venue (Check any applicable box) <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p>																	
Type of Debtor (Check all boxes that apply) <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad</p> <p><input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Other <input type="checkbox"/> Clearing Bank</p>		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <p><input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding</p>															
Nature of Debts (Check one box) <p><input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business</p>		Filing Fee (Check one box) <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.</p>															
Chapter 11 Small Business (Check all boxes that apply) <p><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101</p> <p><input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)</p>		THIS SPACE IS FOR COURT USE ONLY															
Statistical/Administrative Information (Estimates only) <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>																	
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-over</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>			1-15	16-49	50-99	100-199	200-999	1000-over	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
1-15	16-49		50-99	100-199	200-999	1000-over											
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>										
Estimated Debts <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>										

Voluntary Petition (This page must be completed and filed in every case)		Document	Name of Debtor CLASSIC WORLD PRODUCTIONS, INC.	Page 2 of 6	FORM B1, Page 2
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)					
Location Where Filed: - None -	Case Number:	Date Filed:			
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)					
Name of Debtor: - None -	Case Number:	Date Filed:			
District:	Relationship:	Judge:			
Signatures					
<p>Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>					
<p>Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>					
<p>Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p>					
<p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p>					
<p>Signature of Attorney</p> <p>X <u>/s/ Richard L. Hirsh</u> Signature of Attorney for Debtor(s) Richard L. Hirsh 1225936 Printed Name of Attorney for Debtor(s) Richard L. Hirsh & Associates, P.C. Firm Name 15 Spinning Wheel Rd. Suite 128 Hinsdale, IL 60521-2984 Address 630 655-2600 Fax: 630 655-2636 Email: richala@sbcglobal.net Telephone Number July 30, 2005 Date Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>					
<p>X <u>/s/ DARRELL PAYNE</u> Signature of Authorized Individual DARRELL PAYNE Printed Name of Authorized Individual PRESIDENT Title of Authorized Individual July 30, 2005 Date</p>					
<p>Exhibit C Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No</p> <p>Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>Printed Name of Bankruptcy Petition Preparer _____</p> <p>Social Security Number (Required by 11 U.S.C. § 110(c.)) _____</p> <p>Address _____</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: _____</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>X _____ Signature of Bankruptcy Petition Preparer _____</p> <p>Date _____</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</p>					

Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

United States Bankruptcy Court
Northern District of Illinois

In re **CLASSIC WORLD PRODUCTIONS, INC.**

Case No.

Debtor(s)

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
C/F International Inc. c/o Novack & Macey 303 W. Madison St #1500 Chicago, IL 60606	C/F International Inc. c/o Novack & Macey 303 W. Madison St #1500 Chicago, IL 60606	judgment entered		1,030,446.00
Com Ed -- Exelon Corporation 10 S. Dearborn -- Attn Legal Dept. PO Box 805398 Chicago, IL 60680-5398	Com Ed -- Exelon Corporation 10 S. Dearborn -- Attn Legal Dept. PO Box 805398 Chicago, IL 60680-5398	utilities		Unknown
ILL. DEPT. REVENUE PO BOX 64338 Chicago, IL 60664-0338	ILL. DEPT. REVENUE PO BOX 64338 Chicago, IL 60664-0338	all assets of debtor		27,000.00 (Unknown secured)
IRS STOP 5013CHI 230 S. DEARBORN ST. Chicago, IL 60604	IRS STOP 5013CHI 230 S. DEARBORN ST. Chicago, IL 60604	all assets of debtor		160,000.00 (Unknown secured)
Nicor Gas P.O. Box 2020 Aurora, IL 60507-2020	Nicor Gas P.O. Box 2020 Aurora, IL 60507-2020	utilities		Unknown
WALLACE COLLINS 254 W. 54TH ST New York, NY 10019	WALLACE COLLINS 254 W. 54TH ST New York, NY 10019	ATTORNEY FEES		Unknown
William Goldberg Attorney at Law 30 Hudson Street Hackensack, NJ 07601	William Goldberg Attorney at Law 30 Hudson Street Hackensack, NJ 07601	ATTORNEY FEES		Unknown
Wings Digital Corp. c/o Abrams & Abrams 75 E. Wacker Dr. #320 Chicago, IL 60601	Wings Digital Corp. c/o Abrams & Abrams 75 E. Wacker Dr. #320 Chicago, IL 60601	trade debt reduced to judgment		7,233.00

In re **CLASSIC WORLD PRODUCTIONS, INC.**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date July 30, 2005

Signature /s/ DARRELL PAYNE
DARRELL PAYNE
PRESIDENT

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Richard L. Hirsh
Richard L. Hirsh & Associates, P.C.
15 Spinning Wheel Rd.
Suite 128
Hinsdale, IL 60521-2984

CLASSIC WORLD PRODUCTIONS, INC.
2760 BEVERLY DRIVE UNIT # 9
AURORA, IL 60502

IRS
STOP 5013CHI
230 S. DEARBORN ST.
Chicago, IL 60604

Ameritech

Beverly Properties
2760 Beverly Dr. Unit 9
Aurora, IL 60504

Beverly Properties, Inc.
4112 Diaimond Ct.
Naperville, IL 60564

C/F International Inc.
c/o Novack & Macey
303 W. Madison St #1500
Chicago, IL 60606

Com Ed -- Exelon Corporation
10 S. Dearborn -- Attn Legal Dept.
PO Box 805398
Chicago, IL 60680-5398

Darrell Payne
4112 Diamond Ct.
Naperville, IL 60564

First Choice Bank
2000 W. State Street
Geneva, IL 60134

ILL. DEPT. REVENUE
PO BOX 64338
Chicago, IL 60664-0338

Lindsey Taylor -- Carella Byrne etc
5 Becker Farm Road
Roseland, NJ 07068

Nicor Gas
P.O. Box 2020
Aurora, IL 60507-2020

United States Truttee
227 W. Monroe ST
33rd floor
Chicago, IL 60603

WALLACE COLLINS
254 W. 54TH ST
New York, NY 10019

William Goldberg
Attorney at Law
30 Hudson Street
Hackensack, NJ 07601

Wings Digital Corp.
c/o Abrams & Abrams
75 E. Wacker Dr. #320
Chicago, IL 60601